

# **Exhibit 5**

DIGITAL LICENSING INCORPORATED

31 MAY 2022

## CERTIFICATE OF CORPORATE RESOLUTION

I/we, Schad Brannon and Roy Nelson do hereby certify that we are Directors and sole shareholders of Digital Licensing Inc., a corporation duly organized and existing under and by virtue of the Laws of the State of Wyoming, USA under company registration number 2021-000989687 and EIN 86-2728670 located at 30 N Gould St Sheridan, WY 82801.

I/we further certify that a regular/special meeting of the members of the Board of Directors of said corporation, duly called held and convened in conformity with the Charter and By Laws of said corporation, on the Tuesday of the 31<sup>st</sup> of MAY 2022 a quorum being present and voting thereon, the following resolution was duly adopted at 2:45 PM, to-wit:

**RESOLVED**, that it is desirable and in the best interest of this corporation that Schad Brannon and Roy Nelson hereby authorize the transfer of 100% of the DLI shares and company ownership to conduct its software sales business Digital Licensing Incorporated subjecting all global business activities to all legal and regulatory requirements of the UAE jurisdiction only limited by ratification upon one or both existing DLI shareholders being added to DCSH for preservation of ownership and major business decisions.

Authorized Shares	Total Share Allotment 1,000	
From Name:	To Name:	
<b>DIGITAL LICENSING INCORPORATED (WY - USA)</b>	<b>DIGITAL COMMODITY SOFTWARE HOUSE (SHARJAH- UAE), or its assigns.</b>	
I hereby transfer 500 shares individually held by <b>Roy Nelson</b> to Digital Commodity Software House FZE operating under License No.: 23108 under limited management by Patrick Own Devaney II.		
I hereby transfer 500 shares individually held by <b>Schad Brannon</b> to Digital Commodity Software House FZE operating under License No.: 23108 under limited management by Patrick Own Devaney II.		

**RESOLVED**, that it is desirable and in the best interest of this corporation that Patrick Owen Devaney II have temporary manager status and sole limited shareholder status, until such time as one or both Roy Nelson and/or Schad Brannon are listed on DIGITAL COMMODITY SOFTWARE HOUSE FZE or its assigns company to ratify the ownership and governing major business decisions.

The undersigned hereby certifies that as the two equal shareholders and the Board of Directors of Digital Licensing Incorporated, a corporation organized and existing under the laws of the State of Wyoming, USA; that the foregoing is a true and correct copy of a resolution duly adopted at a meeting of the Board of Directors of said corporation held on the Tuesday day the 31<sup>st</sup> day of May 2022 at 2:45 PM at which meeting a quorum was at all times present and acting; that the passage of said resolution was in all respects legal; and that said resolution is in full force and effect.

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**(Signature Page to Follow 2 of 2)**

DIGITAL LICENSING INCORPORATED

31 MAY 2022

I/we further certify that the foregoing resolution is a full, true, and complete copy as the same appears on record in the Minute Record Book of said corporation of which I am the legal custodian; that the same has not been altered, amended, or repealed, has been signed in counterparts and is now in full force and effect.

In Witness Whereof, I have hereunto set my hand for said corporation this day of, 31<sup>st</sup> MAY 2022.

<b>Signature Block:</b>			
	<b>Designation</b>	<b>Nationality</b>	<b>Date Of Birth</b>
 By: ROYDON BLEAK NELSON	Director	American	13-Sep-1972
 By: SCHAD EDWARD BRANNON	Director	American	16-Jan-1973

#### END RESOLUTION – NOTHING FURTHER ####



## شهادة ترخيص

### License Certificate

LICENSE NO.

23108

٢٣١٠٨

رقم الرخصة

NAME

DIGITAL COMMODITY SOFTWARE HOUSE (FZE)

الاسم

ديجيتال كوموديتي سوفتوير هاوس (م.م.ح)

الشكل القانوني

LEGAL STATUS

Free Zone Est. with Limited Liability

مؤسسة منطقة حرة ذات مسؤولية محدودة

نوع الرخصة

TYPE OF LICENSE

Services

خدمية

النشاط

ACTIVITY(S)

Software House

تصميم نظم الحاسوب الآلي وأجهزة

الاتصال

OWNER(S)

PATRICK OWEN DEVANEY II

باتريك اوين ديفاني الثاني

المالك

MANAGER

PATRICK OWEN DEVANEY II

باتريك اوين ديفاني الثاني

المدير المسؤول

SAIF-ZONE

Saif Office Q1-08-049/C

مكتب كيو ٤٩-٨-١

العنوان في

ADDRESS

Sharjah - U.A.E

الشارقة - ا.ع.م

المنطقة الحرة

INCORPORATION DATE

31 May 2022

٢٠٢٢ ٣١

تاريخ عقد التأسيس

ISSUE DATE

31 May 2022

٢٠٢٢ ٣١

تاريخ الاصدار

EXPIRY DATE

30 May 2023

٢٠٢٣ ٣٠

تاريخ الانتهاء

REMARKS

THIS LICENSE IS ISSUED AND BASED UPON  
EMIRI DECREE NO. 2 OF 1995 ISSUED IN  
SHARJAH ON MAY 8, 1995

هذه الرخصة صادرة استناداً إلى المرسوم الأميري  
رقم ٢ لسنة ١٩٩٥ الصادر في الشارقة بتاريخ  
٨ مايو ١٩٩٥

ملاحظات

THIS LICENSE IS GRANTED TO THE  
LICENSEE ONLY AND SHALL NOT BE  
LEASED OR TRANSFERRED WITHOUT  
PRIOR APPROVAL OF THE SAIF ZONE

هذه الرخصة منوحة للرخص له فقط ولا يجوز  
تاجيرها أو تحويلها إلا بموافقة هيئة المنطقة  
الحرة لمطار الشارقة الدولي

SALES IN U.A.E. SHALL BE CARRIED OUT IN  
ACCORDANCE WITH THE VALID LAWS  
AND REGULATIONS THEREOF

تم أعمال البيع داخل الدولة وفقاً للنظم والقوانين  
الساربة فيها

To check the validity of the license:



1- Send an SMS to 2514 with License number.

2- Scan the QR code.

3- Visit the website:

<https://portal.saif-zone.com/LicenseDetail.aspx>

للتتحقق من صلاحية الرخصة:

1- رسالة نصية قصيرة (SMS) إلى الرقم 2514 مع رقم الرخصة.

2- مسح رمز الاستجابة السريع (QR Code)

3- زيارة الموقع الإلكتروني:

<https://portal.saif-zone.com/LicenseDetail.aspx>

هذه الوثيقة رسمية ولا تحتاج لختم أو توقيع

This document is official and it does not need to be stamped or signed

Date : 31/05/2022

\*SK\*

التاريخ: ٢٠٢٢/٥/٣١

DIGITAL LICENSING INCORPORATED

17 MAY 2022

**CERTIFICATE OF CORPORATE RESOLUTION**

I/we, Schad Brannon and Roy Nelson do hereby certify that we are Directors and sole shareholders of Digital Licensing Inc., a corporation duly organized and existing under and by virtue of the Laws of the State of Wyoming, USA under company registration number 2021-000989687 and EIN 86-2728670 located at 30 N Gould St Sheridan, WY 82801.

I/we further certify that a regular/special meeting of the members of the Board of Directors of said corporation, duly called held and convened in conformity with the Charter and By Laws of said corporation, on the day of 17<sup>th</sup> MAY 2022 a quorum being present and voting thereon, the following resolution was duly adopted, to-wit:

**RESOLVED**, that it is desirable and in the best interest of this corporation that Patrick Owen Devaney II be appointed as a special consultant and/or sponsor and temporary manager, for consideration to provide the services of registering a UAE Free Zone Company (Digital Commodity Software House) in its formation for the purpose of receiving the transfer of 100% of the DLI shares to conduct its software sales of the business globally.

**RESOLVED**, that it is desirable and in the best interest of this corporation that Patrick Owen Devaney II be appointed as a special consultant and/or sponsor to provide the services of opening a company bank account for the UAE Free Zone Company (Digital Commodity Software House) as the temporary manager and shareholder.

**RESOLVED**, that it is desirable and in the best interest of this corporation that Patrick Owen Devaney II be appointed as a special consultant and/or sponsor to provide the services of entering a license and service agreement between Digital Commodity Software House and Marvellex Fintech Software House Limited, for consideration to conduct its business within the UAE jurisdiction lawfully and within the compliance of the regulations.

The undersigned hereby certifies that as the two equal shareholders and the Board of Directors of Digital Licensing Incorporated, a corporation organized and existing under the laws of the State of Wyoming, USA; that the foregoing is a true and correct copy of a resolution duly adopted at a meeting of the Board of Directors of said corporation held on the Monday the 17<sup>th</sup> day of May 2022 at 9:44 am at which meeting a quorum was at all times present and acting; that the passage of said resolution was in all respects legal; and that said resolution is in full force and effect.

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**(Signature Page to Follow 2 of 2)**

DIGITAL LICENSING INCORPORATED

17 MAY 2022

I/we further certify that the foregoing resolution is a full, true, and complete copy as the same appears on record in the Minute Record Book of said corporation of which I am the legal custodian; that the same has not been altered, amended, or repealed, has been signed in counterparts and is now in full force and effect.

In Witness Whereof, I have hereunto set my hand for said corporation this day of, 17<sup>th</sup> MAY 2022.

<b>Signature Block:</b>			
	<b>Designation</b>	<b>Nationality</b>	<b>Date Of Birth</b>
 By: ROYDON BLEAK NELSON	Secretary	American	13-Sep-1972
 By: SCHAD EDWARD BRANNON	President	American	16-Jan-1973

#### END RESOLUTION – NOTHING FURTHER ####